

DLA PIPER LLP (US)

Richard A. Chesley
R. Craig Martin
Rachel Ehrlich Albanese
1251 Avenue of the Americas
New York, NY 10020
Telephone: (212) 335-4500
Facsimile: (212) 335-4501

Counsel to Transform Holdco LLC

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

CERTIFICATE OF SERVICE

I, Richard A. Chesley, certify that on January 18, 2022, I caused a true and correct copy of the *Reply in Support of Motion to Enforce the Order (I) Authorizing Assumption and Assignment of Lease with MOAC Mall Holdings LLC and (II) Granting Related Relief* to be served on the parties listed on the attached Service List via the method indicated.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRE Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Dated: January 18, 2022
New York, NY

/s/ Richard A. Chesley
DLA PIPER LLP (US)
1251 Avenue of the Americas, 27th Floor
New York, NY 10020-1104
Telephone: (212) 335-4500
Richard A. Chesley
Rachel Ehrlich Albanese
R. Craig Martin

Attorneys for Transform Holdco LLC

SERVICE LIST

Via Hand Delivery

The Honorable Robert D. Drain
United States Bankruptcy Court for the Southern
District of New York
300 Quarropas Street, Room 248
White Plains, NY 10601

Via First-Class Mail

Sears Holdings Corporation
Attn: Stephen Sitley, Esq.
Luke J. Valentino, Esq.
3333 Beverly Road
Hoffman Estates, IL 60179

The Debtors

Via E-Mail and First-Class Mail

Office of the United States Trustee for
Region 2
Attn: Richard C. Morrissey, Esq.
201 Varick Street, Suite 1006
New York, NY 10014
Email: richard.morrissey@usdoj.gov

Via E-Mail and First-Class Mail

Weil, Gotshal & Manges LLP
Attn: Ray C. Schrock, P.C.
Jacqueline Marcus, Esq.
Garret A. Fail, Esq.
Sunny Singh, Esq.
767 Fifth Avenue
New York, NY 10153
Email: ray.schrock@weil.com
jacqueline.marcus@weil.com;
garrett.fail@weil.com
sunny.singh@weil.com

Attorneys for the Debtors

Via E-Mail and First-Class Mail

Skadden, Arps, Slate, Meagher & Flom LLP
Attn: Paul D. Leake, Esq.
Shana A. Elberg, Esq.
4 Times Square
New York, NY 10036
Email: paul.leake@skadden.com
shana.elberg@skadden.com

Via E-Mail and First-Class Mail

Davis Polk & Wardell LLP
Attn: Marshall S. Huebner, Esq.
Eli J. Vonnegut, Esq.
450 Lexington Avenue
New York, NY 10017
Email: marshall.huebner@davispolk.com
eli.vonnegut@davispolk.com

*Attorneys for Bank of America, N.A.,
Administrative Agent Under the First Lien Credit
Facility and the DIP ABL Agent*

*Attorneys for Citibank, N.A., as Administrative
Agent Under the Stand-Alone L/C Facility*

Via E-Mail and First-Class Mail

Cleary, Gottlieb
Attn: Sean A. O'Neal, Esq.
One Liberty Plaza
New York, NY 10006
Email: soneal@cgsh.com

*Attorneys for JPP, LLC, as Agent Under the
Second Lien Credit Facility, IP/Ground Lease
Term Loan Facility, and the Consolidated
Secured Loan Facility*

Via E-Mail and First-Class Mail

Seyfarth Shaw LLP
Attn: Edward M. Fox, Esq.
620 Eighth Avenue
New York, NY 10018
Email: emfox@seyfarth.com

*Attorneys for Wilmington Trust, National
Association, as Indenture Trustee for the Second
Lien Notes*

Via E-Mail and First-Class Mail

Locke Lord LLP
Attn: Brian A. Raynor, Esq.
111 South Wacker Drive
Chicago, IL 60606
Email: braynor@lockelord.com

*Attorneys for the Pension Benefit Guaranty
Corporation*

Via E-Mail and First-Class Mail

Kelley Drye & Warren LLP
Attn: Eric R. Wilson, Esq.
Benjamin D. Feder, Esq.
101 Park Avenue
New York, NY 10178
Email: ewilson@kelleydrye.com
bfeder@kelleydrye.com

*Attorneys for Computershare Trust Company,
N.A., as Trustee for the Second Lien PIK Notes,
the Holdings Unsecured PIK Notes, and the
Holdings Unsecured Notes*

Via E-Mail and First-Class Mail

Carter Ledyard & Milburn LLP
Attn: James Gadsden, Esq.
2 Wall Street
New York, NY 10015
Email: gadsden@clm.com

*Attorneys for the Bank of New York Mellon Trust
Company, as Successor Trustee for the SRAC
Unsecured PIK Notes, SRAC Unsecured Notes,
and the SRAC Medium Term Notes*

Via E-Mail and First-Class Mail

Akin Gump Strauss Hauer & Feld LLP
Attn: Philip C. Dublin, Esq.
Ira Dizengoff, Esq.
Sara Lynne Brauner, Esq.
One Bryant Park
New York, NY 10036
Email: pdublin@akingump.com
idizengoff@akingump.com
sbrauner@akingump.com

*Attorneys for the Official Committee of Unsecured
Creditors*

Via E-Mail and First-Class Mail

Allen Matkins Leck Gamble Mallory & Natsis
LLP

Attn: Ivan M. Gold, Esq.
3 Embarcadero Center, 12th Floor
San Francisco, CA 94111-4074
Email: igold@allenmatkins.com

*Attorneys for Weingarten Realty Investors, LBA
Realty LLC and Graziadio Investment Company*

Via Email and First-Class Mail

Faegre Drinker
Attn: Christopher Harayda, Esq.
2200 Wells Fargo Center
90 S. Seventh Street
Minneapolis, MN 55402
Email: cj.harayda@faegredrinker.com

Attorneys for Target Corporation

Via Email and First-Class Mail

David W. Dykhouse
Patterson Belknap Webb & Tyler LLP
1133 Avenue of the Americas
New York, New York 10036-6710
Email: dwdykhouse@pbwt.com

Attorneys for MOAC Mall Holdings LLC

Via E-Mail and First-Class Mail

Kelley Drye & Warren LLP
Attn: Robert L. LeHane, Esq.
Maeghan J. McLoughlin, Esq.
101 Park Avenue
New York, NY 10178
Email: rlehane@kelleydrye.com
mmcloughlin@kelleydrye.com

*Attorneys for Alan Robbins, Benderson
Development Company LLC, Brookfield
Property REIT, Inc., Gray Enterprises, LP,
Graziadio Investment Company, Gregory
Greenfield & Associates, Ltd., LBA Realty LLC,
LF2 Rock Creek, LP, Nassimi Realty LLC, Realty
Income Corp., Regency Centers Corp., Site
Centers Corp., Spiegel Properties, The Woodmont
Company, and Weingarten Realty Investors*

Via Email and First-Class Mail

Thomas J. Flynn
Larkin Hoffman Daly & Lindgren, Ltd.
8300 Norman Center Drive
Suite 1000
Minneapolis, Minnesota 55437-1060
Email: tflynn@larkinhoffman.com

Attorneys for MOAC Mall Holdings LLC